

APPLICATION OF

Direct One, L.L.C.

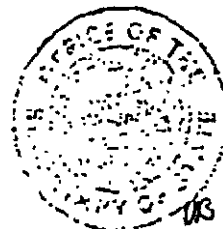
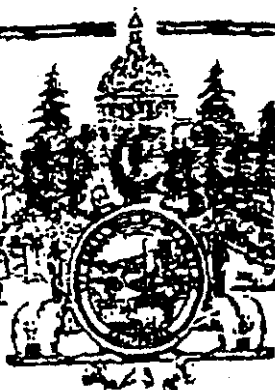
EXHIBIT 1

Articles of Incorporation

and

Foreign Authority

State of California



SECRETARY OF STATE

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN - 3 1999

Bill Jones

Secretary of State

A0526085

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

DIRECT AMERICAN MARKETERS, INC.

RECORDED - FILED
OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

JUN - 1 1999

J. L. JONES, SECRETARY OF STATE

Anthony C. Brown certifies that:

1. He is the President and Secretary of Direct American Marketers, Inc., a California corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

"The name of this corporation is Direct One, Inc."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 100,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

Dated: June 1, 1999


Anthony C. Brown, President and Secretary

RECORDED - FILED



A424620

ENDORSED
FILED
In the Office of the Secretary of State
of the State of California

NOV - 2 1992

MARCH FONGEU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DIRECT AMERICAN MARKETERS, INC.

Anthony C. Brown and Lee Nydell certify that:

1. They are the President and the Secretary, respectively, of Direct American Marketers, Inc., a California Corporation.

2. A new Article V is added to the Articles of Incorporation to read as follows:

"The affirmative vote of the holders of eighty percent (80%) of the shares entitled to vote shall be required with respect to the following matters: (1) any merger or sale of the corporation, or sale of substantially all of the assets of the corporation; (ii) any offering, issuance or sale of stock or securities of the corporation or any options or rights to acquire any stock of the corporation; or (iii) an amendment of any provision of the articles of incorporation which requires the affirmative vote of the holders of eighty percent (80%) of the shares entitled to vote."

3. A new Article VI is added to the Articles of Incorporation to read as follows:

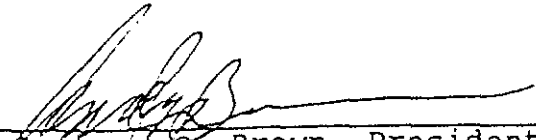
"In case of the proposed issuance by the corporation of common shares, or the proposed grant by the corporation of options to purchase common shares, or the proposed issuance by the corporation of securities convertible into or carrying warrants to purchase common shares, each holder of the common shares shall have the right during a reasonable time and on reasonable conditions, both to be fixed by the Board of Directors, to purchase at a price not less favorable than that at which such shares, options or securities are to be offered to others, such number, as determined in good faith by the Board of Directors, of the shares, options or securities to be offered as shall nearly as practicable preserve his, her or its relative ownership in the entire number of issued and outstanding common shares of the corporation. Anything herein to the contrary notwithstanding, holders of common shares shall have no preemptive rights in connection with the issuance of new common shares to employees of the corporation or options to purchase any such shares granted to employees of the corporation, with respect to any employee benefit plan, incentive award program or otherwise in connection with their employment."

4. The foregoing amendments of the Articles of Incorporation have been duly approved by the Board of Directors.

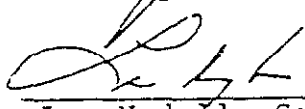
5. The foregoing amendments of the Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 100,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. the percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: October 9, 1992



Anthony C. Brown, President



Lee Nydeil, Secretary

RBR/DirAm#2

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

JUN 12 1986

MARCH FONG EU, Secretary of State

ROWLAND W. DAY, II, certifies that:

1. He is incorporator of Marketing Direct Enterprises, Inc., a California corporation.

2. He hereby adopts the following amendment of the articles of incorporation of this corporation:

Article 1 is amended to read as follows:

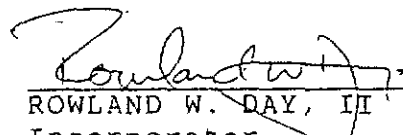
"The name of this corporation is DIRECT AMERICAN MARKETERS, INC."

3. No directors were named in the original articles of incorporation and none have been elected.

4. No shares have been issued.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: June 11, 1986


ROWLAND W. DAY, II
Incorporator

DIRECT AMERICAN MARKETERS INC
1692 DEERE AVE.
IRVINE, CA. 92714
(714) 261-7866 FAX (714) 261-0327
THEIR FAX # 619 452 1354

Date _____ To: Mark Mann
No. of Pages 2 From: Conroy
Comments: _____

1532849

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
MARKETING DIRECT ENTERPRISES, INC

JUN 05 1986

MARCH FONG EU, Secretary of State

I

The name of this corporation is Marketing Direct Enterprises, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

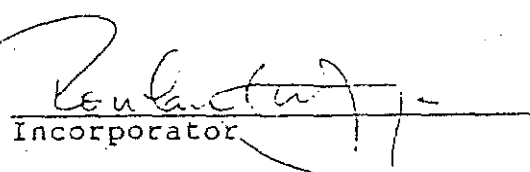
The name and address in the State of California of this corporation's initial agent for service of process is:

Lawrence D. Schenker
4330 Barranca Parkway, #101
Irvine, California 92714

IV

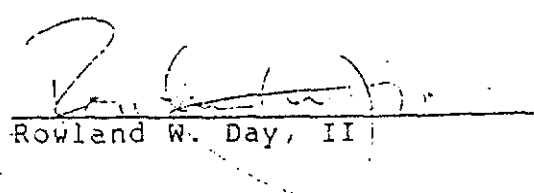
This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is One Million (1,000,000) Shares.

DATED: JUNE 3, 1986

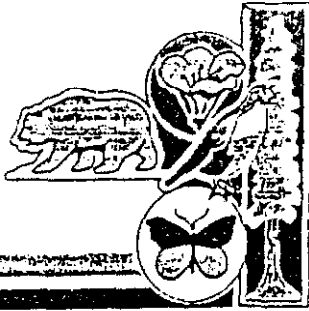

Incorporator

ROWLAND W. DAY, II

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


Rowland W. Day, II

A424620



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV - 2 1992



March Fong Eu

Secretary of State

99736028

6782/0197 18 001 Page 1 of 2
1999-08-03 14:53:56
Cook County Recorder 23.00

99736028

File Number 6025-858-9

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
DIRECT ONE, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 30TH
day of JULY A.D. 1999 and of
the Independence of the United States the two
hundred and 24TH .



C-212.3

BOX 170

Jesse White

Secretary of State